

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

none

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Fayette Bancorporation

Legal Title of Holding Company

1890 Country Club Drvie

(Mailing Address of the Holding Company) Street / P.O. Box

Marion IA 52307  
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Clair J. Lensing President

Name Title

319-352-3500

Area Code / Phone Number / Extension

319-352-4231

Area Code / FAX Number

clairj@securityonline.com

E-mail Address

N/A

Address (URL) for the Holding Company's web page

I, Clair J. Lensing

Name of the Holding Company Director and Official

President and Director

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

*Clair J. Lensing*  
Signature of Holding Company Director and Official

February 1, 2016  
Date of Signature

For holding companies not registered with the SEC—  
Indicate status of Annual Report to Shareholders:  
 is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

For Federal Reserve Bank Use Only  
RSSD ID 1204355  
C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Shell Rock Bancorporation

Legal Title of Subsidiary Holding Company

104 N. Cherry Street

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Shell Rock

IA

50670

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

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State

Zip Code

Physical Location (if different from mailing address)

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(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City

State

Zip Code

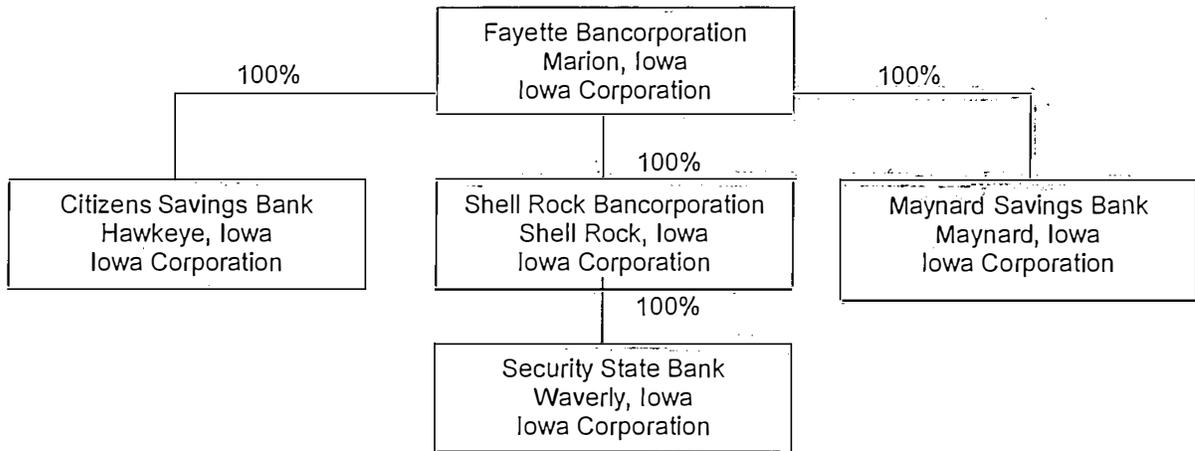
Physical Location (if different from mailing address)

FR Y-6

FAYETTE BANCORPORATION  
Marion, Iowa  
Fiscal Year Ended December 31, 2015

Report Item

- 1: See attached compilation report.
- 2: Organizational Chart



No LEI for above entities

FORM FR Y-6  
 FAYETTE BANCORPORATION  
 Marion, Iowa  
 December 31, 2015

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your holding company: FAYETTE BANCORPORATION (1204355) of MARION, IA.  
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

**OK:** If the branch information is correct, enter 'OK' in the Data Action column.

**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.

**Close:** If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.

**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.

**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
OK		Full Service (Head Office)	730745	Citizens Savings Bank	133 East Main Street	Hawkeye	IA	52147	Fayette	United States	7522	0	Citizens Savings Bank	730745
OK		Full Service (Head Office)	1009840	Maynard Savings Bank	310 West Main Street	Maynard	IA	50655	Fayette	United States	8587	0	Maynard Savings Bank	1009840
OK		Full Service	2094124	Hazleton Branch	109 North Main	Hazleton	IA	50641	Buchanan	United States	230033	1	Maynard Savings Bank	1009840
OK		Full Service (Head Office)	306140	Security State Bank	933 16th Street Southwest	Waverly	IA	50677	Bremer	United States	9993	0	Security State Bank	306140
OK		Full Service	2425344	Shell Rock Branch	104 North Cherry	Shell Rock	IA	50670	Butler	United States	235105	1	Security State Bank	306140
OK		Full Service	3582712	Springville Branch	607 6th Street South	Springville	IA	52336	Linn	United States	452310	2	Security State Bank	306140

FORM FR Y-6

FAYETTE BANCORPORATION

Marion, Iowa

December 31, 2015

Fayette Bancorporation

Report Item 3: Securities Holders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2015

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended December 31, 2015.

(1)(a) Name And Address (City, State, County)	(1)(b) Country Of Citizenship Or Incorporation	(1)(c) Number And Percentage Of Each Class Of Voting Securities	(2)(a) Name And Address (City, State, County)	(2)(b) Country Of Citizenship Or Incorporation	(2)(c) Number And Percentage Of Each Class Of Voting Securities
Clair J. Lensing Marion, Iowa	USA	36,608 - 26.0% common stock	None	None	None
Mary E. Lensing Marion, Iowa	USA	70,400 - 50.0% common stock			
Clair J. Lensing, Jr. GST-Exempt Sub-Trust	USA	11,264 - 8.0% common stock			
Susan Jo Lensing-Elizondo GST-Exmpt Sub-Trust	USA	11,264 - 8.0% common stock			
James F. Lensing GST-Exempt Sub-Trust	USA	11,264 - 8.0% common stock			

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FAYETTE BANCORPORATION

Marion, Iowa

December 31, 2015

Shell Rock Bancorporation

Report Item 3: Securities Holders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2015

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended December 31, 2015.

(1)(a) Name And Address (City, State, County)	(1)(b) Country Of Citizenship Or Incorporation	(1)(c) Number And Percentage Of Each Class Of Voting Securities	(2)(a) Name And Address (City, State, County)	(2)(b) Country Of Citizenship Or Incorporation	(2)(c) Number And Percentage Of Each Class Of Voting Securities
Fayette Bancorporation Marion, Iowa	USA	60,423 - 100.0% common stock	None	None	None

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FAYETTE BANCORPORATION

Marion, Iowa

December 31, 2015

Fayette Bancorporation

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names And Address (City, State, Country)	Principal Occupation If Other Than With Bank Holding Company	Title And Position With Bank Holding Company	Title And Position With Subsidiaries (Include Names Of Subsidiaries)	Title And Position With Other Businesses (Include Names Of Other Businesses)	Percentage Of Voting Shares In Bank Holding Company	Percentage Of Voting Shares In Subsidiaries (Include Names Of Subsidiaries)	List Names Of Other Companies (Includes Partnerships (If 25% Or More Of Voting Securities Are Held
Clair Lensing Marion, Iowa USA	President, Chairman and Director of Security State Bank, Waverly, Iowa	President, Treasurer and Director	President, Director and Chairman of the Board of Maynard Savings Bank, Maynard, Iowa, Citizens Savings Bank, Hawkeye, Iowa and Shell Rock Bancorporation, Shell Rock, Iowa  President and Director of Security State Bank, Waverly, Iowa	None	26.0%	N/A	North Iowa Golf, LLC 50% owner  Insurance Agency of Hawkeye, Inc. 50% owner
Mary E. Lensing Marion, Iowa USA	N/A	Vice President, Secretary and Director	Director of Maynard Savings Bank, Maynard, Iowa and Citizens Savings Bank, Hawkeye, Iowa and Security State Bank, Waverly, Iowa	Vice President and Director of Shell Rock Bancorporation Shell Rock, Iowa	50.0%	N/A	North Iowa Golf, LLC 50% owner  Insurance Agency of Hawkeye, Inc. 50% owner
Clair Lensing, Jr. Oelwein, Iowa USA	Exec Vice President, Maynard Savings, Bank, Maynard, Iowa	Treasurer and Director	Director of Maynard Savings Bank, Maynard, Iowa and  Citizens Savings Bank, Hawkeye, Iowa and Security State Bank, Waverly, Iowa	Director, Shell Rock Bancorporation Shell Rock, Iowa	8.0%	N/A	N/A

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FAYETTE BANCORPORATION  
 Marion, Iowa  
 December 31, 2015

Shell Rock Bancorporation

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names And Address (City, State, Country)	Principal Occupation If Other Than With Bank Holding Company	Title And Position With Bank Holding Company	Title And Position With Subsidiaries (Include Names Of Subsidiaries)	Title And Position With Other Businesses (Include Names Of Other Businesses)	Percentage Of Voting Shares In Bank Holding Company	Percentage Of Voting Shares In Subsidiaries (Include Names Of Subsidiaries)	List Names Of Other Companies (Includes Partnerships (If 25% Or More Of Voting Securities Are Held
Clair Lensing Marion, Iowa USA	President, Chairman and Director of Security State Bank, Waverly, Iowa	Chairman, President and Director	President and Director of Security State Bank, Waverly, Iowa	President, Director and Chairman of the Board of Maynard Savings Bank, Maynard, Iowa and Citizens Savings Bank, Hawkeye, Iowa  President, Treasurer and Director of Fayette Bancorporation  Director, Shazam, Inc.	N/A	N/A	Fayette Bancorporation Marion, Iowa, 26% owner  North Iowa Golf, LLC 50% owner  Insurance Agency of Hawkeye, Inc. 50% owner
Bernard Smith, Jr. Waverly, Iowa USA	Retired	Director	Director, Security State Bank, Waverly, Iowa	N/A	N/A	N/A	N/A
Clair J. Lensing, Jr. Oelwein, Iowa USA	Exec Vice President, Maynard Savings, Bank, Maynard, Iowa	Director	Director, Security State Bank, Waverly, Iowa	Treasurer and Director Fayette Bancorporation  Director, Maynard Savings Bank Maynard, Iowa and Citizens Savings Bank, Hawkeye, Iowa	N/A	N/A	N/A

FORM FR Y-6

FAYETTE BANCORPORATION

Marion, Iowa

December 31, 2015

Shell Rock Bancorporation (continued)

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names And Address (City, State, Country)	Principal Occupation If Other Than With Bank Holding Company	Title And Position With Bank Holding Company	Title And Position With Subsidiaries (Include Names Of Subsidiaries)	Title And Position With Other Businesses (Include Names of Other Businesses)	Percentage Of Voting Shares In Bank Holding Company	Percentage Of Voting Shares In Subsidiaries (Include Names Of Subsidiaries)	List Names Of Other Companies (Includes Partnerships (If 25% Or More Of Voting Securities Are Held
Mary E. Lensing Marion, Iowa USA	N/A	Vice President and Director	N/A	Director of Maynard Savings Bank, Maynard, Iowa and Citizens Savings Bank, Hawkeye, Iowa  Vice President, Secretary and Director of Fayette Bancorporation	N/A	N/A	Fayette Bancorporation Marion, Iowa, 50%  North Iowa Golf, LLC 50% owner  Insurance Agency of Hawkeye, Inc. 50% owner
Duane L. Harms, Shell Rock, Iowa USA	Executive Vice President of Security State Bank, Waverly, Iowa	Treasurer and Director	Executive Vice President of Security State Bank, Waverly, Iowa	N/A	N/A	N/A	N/A